

**DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST
STATEMENT**

This is one of two applications notifying the Commission pursuant to Section 1.948(c) of the Commission's rules of the *pro forma* transfer of control of American Cellular Corporation ("ACC") and its subsidiary, Alton CellTelCo Partnership ("Alton").¹ As explained in more detail below, the transfers of control resulted from an internal reorganization of Dobson Communications Corporation ("Dobson"), both ACC's and Alton's ultimate parent company, that took place on August 2, 2006. This restructuring does not change the ultimate ownership or control of either ACC or Alton, as Dobson will continue to control both ACC and Alton.² Accordingly, the restructuring is *pro forma* in nature.

On August 2, 2006, as a condition to consummating a financing arrangement, ACC was required by its lenders to create a wholly-owned, intermediary holding corporation – ACC Holdings, LLC ("ACC Holdings") – to directly hold the stock of ACC and to guarantee the loan to ACC. As is common in financing arrangements such as this, the lenders required a pledge of ACC's stock to further secure their interests in ACC's assets. Prior to the creation of ACC Holdings, 86 percent of Dobson's interest in ACC was held directly, and 14 percent was held indirectly through Dobson JV Company, another entity in which Dobson holds a 100 percent interest. Following the required reorganization and consummation of the financing, Dobson continues to hold a 100 percent interest in ACC and continues to control ACC through its ownership of 100 percent of ACC Holdings, which directly holds a 100 percent interest in ACC.³

Because ultimate control over ACC and Alton remain the same both before and after the creation of ACC Holdings, the change is *pro forma* in nature. The Commission has previously stated that in situations, such as the instant reorganization, where no substantial change of control will occur, "grant of the application is deemed presumptively in the public interest."⁴

¹ See 47 C.F.R. § 1.948(c). The licenses involved in the *pro forma* transfers of control include cellular radiotelephone service, broadband Personal Communications Services ("PCS"), and common carrier fixed point-to-point microwave licenses. Some of the PCS licenses involved in the *pro forma* transfer of control were formerly designated entity licenses. All applicable unjust enrichment provisions for these licenses have been previously satisfied when ACC obtained control of the licenses subject to the Commission's approval. Accordingly, these PCS licenses are no longer "subject to unjust enrichment" as set forth in section 1.948(c)(1)(i) of the Commission's rules, and therefore, prior Commission approval for the *pro forma* transfer of control of these licenses is not required. See 47 C.F.R. § 1.948. A notification is separately being filed with the International Bureau for a Section 214 Authorization affected by the same internal reorganization.

² As noted above, both ACC and Alton are controlled by Dobson. A FCC Form 602 providing ownership information for Dobson, the transferee, is currently on file with the Commission.

³ As a result of the reorganization, Dobson JV Company no longer exists.

⁴ See *Federal Communications Bar Association's Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, Memorandum Opinion and Order, 13 FCC Rcd 6293, 6295 (1998).